

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 1, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Equipment Lease, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Finance Lease, previously filed with the Commission under Recordation Number 18721.

The names and addresses of the parties to the enclosed document are:

Lessor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

Old Car Numbers

RLMX 1274
RLMX 1301
RLMX 1263
RLMX 1317
RLMX 3028

New Car Numbers

RLMX 8532
RLMX 8540
RLMX 8542
RLMX 8527
RLMX 8531

C. Quinterio

18721-D
MAY 1 - 1996

Mr. Vernon A. Williams
May 1, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

18721-D
MAY 1 1996 11:47 AM

**AMENDMENT TO
EQUIPMENT LEASE**

This Amendment to an Equipment Lease, dated December 29, 1993, ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and The David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

OLD CARS

RLMX 1274
RLMX 1301
RLMX 1263
RLMX 1317
RLMX 3028

NEW CARS

RLMX 8532
RLMX 8540
RLMX 8542
RLMX 8527
RLMX 8531

- 2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of this 1st day of December, 1995.

THE DAVID J. JOSEPH COMPANY

Lessee

By: James L. [Signature]

Title: Division Vice President

Date: December 1, 1995

THE FIFTH THIRD LEASING COMPANY

Lessor

By: [Signature]

Title: Sr. V.P.

Date: 12/1/95



Julia R. Jones, Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

This is a certified copy
of the original document.

THE FIFTH THIRD LEASING COMPANY

By: David W. [Signature], Assistant Vice President
Date: 4/30/96
Subscribed and sworn to before me this 30 day of APRIL, 1996
My commission expires ALL MAY 97
Notary Public [Signature]